



## NOTICE OF ANNUAL GENERAL MEETING

Eros International Plc (the "Company")

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of the Company will be held at the offices of Equity Limited, 3rd Floor, St. George's Court, Upper Church Street, Douglas, Isle of Man IM1 1EE on 18 September 2008 at 9.00 am for the transaction of the following business:

### Ordinary business

As ordinary business to consider and, if thought fit, to pass the following resolutions, each of which will be proposed as an ordinary resolution:

1. To receive and adopt the Company's annual report and audited accounts for the year ended 31 March 2008, together with the Directors' and auditors' reports thereon.
2. To re-elect Mr Dilip Thakkar as a Director, who is retiring under the provisions of Article 126 of the Company's Articles of Association at the AGM and, being eligible, offers himself for re-election.
3. To re-elect Mr Naresh Chandra as a Director, who is retiring under the provisions of Article 126 of the Company's Articles of Association at the AGM and, being eligible, offers himself for re-election.
4. To reappoint as auditors, Grant Thornton, to hold office from the conclusion of the AGM to the conclusion of the next meeting at which the accounts are laid before the Company.
5. To authorise the Directors of the Company to determine the remuneration of Grant Thornton as auditors of the Company.

### Special business

As special business to consider and, if thought fit, to pass the following resolutions, each of which will be proposed as a special resolution:-

6. To amend the Articles of Association of the Company by the insertion of the following new regulation as Article 109.5 in substitution for the entirety of existing Article 109.5:
  - 109.5 A Director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters, namely:
    - 109.5.1 the giving of any security or indemnity to him in respect of money lent or obligations incurred by him at the request of or for the benefit of the Company or any of its subsidiaries;
    - 109.5.2 the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
    - 109.5.3 any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase in which offer he is or is to be interested as a participant in the underwriting or sub-underwriting thereof;
    - 109.5.4 any contract, arrangement, transaction or other proposal concerning any other company (not being a subsidiary of the Company) in which he is interested, directly or indirectly and whether as an officer or shareholder or otherwise howsoever provided that he is not the holder of or beneficially interested in 1% or more of any class of the equity share capital of such company (or of a third company through which his interest is derived) or of the voting rights available to members of the relevant company (any such interest being deemed for the purpose of this Article to be a material interest in all circumstances);
    - 109.5.5 any contract, arrangement, transaction or other proposal concerning the adoption, modification or operation of a superannuation fund or retirement benefits scheme or employees' share scheme under which he may benefit and which either relates to both employees and Directors of the Company or has been approved by or is subject to and conditional upon approval by the Board of the Inland Revenue for taxation purposes, where required;
    - 109.5.6 any contract, arrangement, transaction or proposal concerning the adoption modification or operation of any scheme for enabling employees including full time Executive Directors of the Company and/or any subsidiary to acquire shares of the Company or any arrangement for the benefit of employees of the Company or any of its subsidiaries under which the Director benefits in a similar manner to employees and which does not accord to any Director as such any privilege not accorded to the employees to whom the scheme relates;

109.5.7 any arrangement for purchasing or maintaining for any officer or auditor of the Company or any of its subsidiaries insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, breach of duty or breach of trust for which he may be guilty in relation to the Company or any of its subsidiaries of which he is a director officer or auditor; and

109.5.8 any contract, arrangement, transaction or other proposal concerning a subsidiary of the Company in which he is interested, directly or indirectly and whether as an officer or shareholder or otherwise howsoever.

7. That the Company generally be, and is hereby authorised, for the purpose of Section 13 of the Isle of Man Companies Act 1992, to make one or more market purchases (within the meaning of Section 13 (2) of the Companies Act 1992) of ordinary shares of £0.10 each in the Company's capital ("shares") provided that:

(a) the maximum aggregate number of such shares hereby authorised to be acquired is 15% of the Shares in issue as at the 18 September 2008;

(b) the minimum price that may be paid for each share is £0.10 (nominal value);

(c) the maximum price that may be paid for each share is an amount exclusive of expenses, equal to 105% of the average of the middle market prices shown in the quotations for a share in the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the shares are contracted to be purchased; and

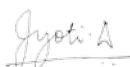
(d) the Company may validly make a contract to purchase shares under the authority conferred by this resolution 7 prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may validly make a purchase of shares in pursuance of any such contract.

Unless resolved or renewed, the authority conferred by this resolution 7 shall expire either at the conclusion of the next AGM of the Company or on the expiry of 15 months following the passing of this resolution 7, whichever is the later to occur.

8. That the provisions of Article 4.2 of the Articles of Association of the Company shall not apply to the issue of ordinary shares in the Company, pursuant to the exercise of share options, up to an aggregate nominal amount of 10% of the issued share capital of the Company as at 18 September 2008.

22 August 2008

By order of the Board



Jyoti Deshpande  
Chief Operating Officer and Commercial Director

#### Registered Office

15-19 Athol Street, Douglas, Isle of Man IM1 1LB

#### Notes

1. A member entitled to attend and vote at the AGM convened by this Notice is entitled to appoint one or more proxies to attend and, on a poll, to vote in his or her stead. A proxy need not be a member of the Company.
2. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy but the vote of the first named on the register of members will be accepted to the exclusion of other joint holders.
3. To appoint a proxy you may use the Form of Proxy enclosed with this Notice. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of the same, must be deposited by 9.00 am on 16 September 2008 at the registered office of the Company, 15-19 Athol Street, Douglas, Isle of Man IM1 1LB.
4. Completion and return of a Form of Proxy does not preclude a member from attending and voting in person should he wish to do so.
5. Pursuant to regulation 22 of the Uncertificated Securities Regulations 2005, the Company has specified that only those holders of the Company's shares registered on the register of members of the Company as at 9.00 am on 16 September 2008, or, in the event that the meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the AGM (or any adjournment thereof) in respect of the number of such shares registered in their name at the relevant time. Changes to entries on the register of members after 9.00 am on 16 September 2008 or, in the event that the meeting is adjourned, on the register of members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the right of any person to attend and vote at the meeting.
6. The following documents will be available for inspection at the Company's registered office at 15-19 Athol Street, Douglas, Isle of Man IM1 1LB during normal business hours on any weekday (public holidays excepted) from the date of this Notice until the date of the AGM, and for 15 minutes prior to and during the AGM:
  - (a) copies of the service contracts and letters of appointment of all Directors of the Company; and
  - (b) a copy of the Memorandum and Articles of Association of the Company.